

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Ray C. Schrock, P.C.  
Garrett A. Fail  
Sunny Singh  
Jared R. Friedmann

*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	:
	:
	<b>Chapter 11</b>
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:
	:
	<b>Case No. 18-23538 (RDD)</b>
	:
<b>Debtors.*</b>	:
	<b>(Jointly Administered)</b>
-----X	

**FORTY-FIFTH MONTHLY FEE STATEMENT  
OF WEIL, GOTSHAL & MANGES LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR  
DEBTORS FOR THE PERIOD FROM JUNE 1, 2022 THROUGH JUNE 30, 2022**

\* The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

**Name of Applicant:** Weil, Gotshal & Manges LLP,  
Attorneys for Debtors and Debtors in Possession

**Date of Retention:** November 9, 2018 *nunc pro tunc* to October 15, 2018

**Period for Which Fees and Expenses are Incurred:** June 1, 2022 through June 30, 2022

**Monthly Fees Incurred:** \$259,778.50

**Less 20% Holdback:** \$51,955.70

**Monthly Expenses Incurred:** \$1,047.22

**Total Fees and Expenses Due:** \$208,870.02

**This is a**   X   Monthly        Interim        Final Fee Application

**SUMMARY OF MONTHLY FEE STATEMENT OF  
WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED  
FOR THE PERIOD FROM JUNE 1, 2022 THROUGH JUNE 30, 2022**

<b>NAME OF PROFESSIONAL PARTNERS AND COUNSEL:</b>	<b>DEPARTMENT<sup>†</sup></b>	<b>YEAR ADMITTED</b>	<b>HOURLY RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Goldring, Stuart J.	TAX	1984	\$1,950.00	1.20	\$2,340.00
Schrock, Ray C.	RES	1998	\$1,950.00	24.90	\$48,555.00
Silbert, Gregory	LIT	2000	\$1,425.00	3.50	\$4,987.50
Fail, Garrett A.	RES	2004	\$1,725.00	56.20	\$96,945.00
Singh, Sunny	RES	2007	\$1,595.00	4.50	\$7,177.50
Behl-Remijan, Eric D.	TAX	2012	\$1,310.00	4.60	\$6,026.00
Margolis, Steven M. (Counsel)	TAX	1990	\$1,300.00	0.90	\$1,170.00
Guthrie, Hayden (Counsel)	CORP	2012	\$1,250.00	4.20	\$5,250.00
Descovich, Kaitlin (Counsel)	CORP	2014	\$1,250.00	2.00	\$2,500.00
Crozier, Jennifer Brooks (Counsel)	LIT	2015	\$1,250.00	6.80	\$8,500.00
<b>Total Partners and Counsel:</b>				<b>108.80</b>	<b>\$183,451.00</b>

<b>NAME OF PROFESSIONAL ASSOCIATES:</b>	<b>DEPARTMENT</b>	<b>YEAR ADMITTED<sup>‡</sup></b>	<b>HOURLY RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Hwang, Angeline Joong-Hui	RES	2018	\$1,130.00	2.90	\$3,277.00
Namerow, Derek	CORP	2018	\$1,130.00	25.70	\$29,041.00
Siddiqui, Furqaan M.	RES	2018	\$1,130.00	4.60	\$5,198.00
DiDonato, Philip	RES	2019	\$1,075.00	21.00	\$22,575.00
Lovric, Margaret	RES	*	\$690.00	8.80	\$6,072.00
<b>Total Associates:</b>				<b>63.00</b>	<b>\$66,163.00</b>

<sup>†</sup> RES – Restructuring; CORP – Corporate; LIT - Litigation

<sup>‡</sup> \* – Not Yet Admitted

<b>NAME OF PARAPROFESSIONALS</b>	<b>DEPARTMENT</b>	<b>HOURLY RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Stauble, Christopher A.	RES	\$495.00	7.40	\$3,663.00
Peene, Travis J.	RES	\$290.00	19.10	\$5,539.00
Mason, Kyle	RES	\$275.00	1.60	\$440.00
Okada, Tyler	RES	\$275.00	1.90	\$522.50
<b>Total Paraprofessionals:</b>			<b>30.00</b>	<b>\$10,164.50</b>

<b>PROFESSIONALS TOTALS:</b>	<b>BLENDED RATE</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION</b>
Partners and Counsel	\$1,686.13	108.80	\$183,451.00
Associates	\$1,050.21	63.00	\$66,163.00
Paraprofessionals	\$338.82	30.00	\$10,164.50
<b>Blended Attorney Rate</b>	<b>\$1,452.93</b>		
<b>Total Fees Incurred:</b>			<b>\$259,778.50</b>

**COMPENSATION BY WORK TASK CODE FOR  
SERVICES RENDERED BY WEIL, GOTSHAL & MANGES LLP  
FOR THE PERIOD FROM JUNE 1, 2022 THROUGH JUNE 30, 2022**

<b>TASK CODE</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>AMOUNT</b>
001	Administrative Expense Claims	26.50	\$22,158.50
003	Asset Disposition/ 363 Asset / De Minimis Asset/ Liquidation Sales	12.10	\$14,069.00
004	Automatic Stay	5.60	\$5,481.00
007	Case Administration (Docket Updates, WIP List and Case Calendar)	5.20	\$5,094.00
010	Corporate Governance	2.00	\$2,500.00
015	Employee Issues (including Pension and CBA)	0.90	\$1,170.00
018	General Case Strategy	82.30	\$142,917.00
019	Hearings and Court Matters	19.30	\$12,175.50
023	Real Property Leases/ Section 365 Issues/ Cure Amounts	30.50	\$34,949.00
026	Retention/ Fee Application: Ordinary Course Professionals	3.10	\$2,554.50
027	Retention/ Fee Application: Other Professionals	1.60	\$459.50
028	Retention/ Billing/ Fee Applications: Weil	3.80	\$2,537.00
031	Tax Issues	8.90	\$13,713.50
<b>Total:</b>		<b>201.80</b>	<b>\$259,778.50</b>

**EXPENSE SUMMARY FOR THE  
PERIOD FROM JUNE 1, 2022 THROUGH JUNE 30, 2022**

<b>EXPENSES</b>	<b>AMOUNTS</b>
Air Courier/ Express Mail	\$195.24
Computerized Research	\$851.98
<b>Total Expenses Requested:</b>	<b>\$1,047.22</b>

**Notice Parties**

Sears Holdings Corporation  
c/o M-III Partners, LP  
130 West 42nd St, 17th Floor  
New York, New York 10036  
Attn: Mohsin Y. Meghji, CRO

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Ray C. Schrock, P.C.  
Jacqueline Marcus, Esq.  
Garrett A. Fail, Esq.  
Sunny Singh, Esq.

The Office of the United States Trustee  
for the Southern District of New York  
201 Varick Street, Suite 1006  
New York, New York 10014  
Attn: Paul Schwartzberg, Esq.  
Richard Morrissey, Esq.

Akin Gump Strauss Hauer & Feld LLP  
One Bryant Park, New York, NY 10036  
Attn: Philip C. Dublin, Esq.  
Ira Dizengoff, Esq.  
Sara Lynne Brauner, Esq.

Ballard Spahr LLP  
1675 Broadway, 19th Floor  
New York, NY 10019-5820  
Attn: Paul E. Harner

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
05/31/22	Lovric, Margaret RESEARCH IN CONNECTION WITH EXPUNGEMENT OF LATE-FILED PROOFS OF ADMINISTRATIVE EXPENSE CLAIMS.	0.90	621.00	001	64789858
06/01/22	Lovric, Margaret RESEARCH IN CONNECTION WITH EXPUNGEMENT OF LATE-FILED PROOFS OF ADMINISTRATIVE EXPENSE CLAIMS (0.6); EMAILS WITH P. DIDONATO RE: SAME (0.5).	1.10	759.00	001	64804599
06/01/22	Siddiqui, Furqaan M. CONFER WITH M3 RE: CROWN EQUIPMENT (.30); REVIEW DUMAS CLAIM AND CALL WITH DUMAS RE: SAME (.30).	0.60	678.00	001	65118904
06/02/22	DiDonato, Philip CORRESPONDENCE RE: INFORMAL RESPONSES TO 46TH AND 47TH OMNI OBJECTIONS.	0.50	537.50	001	64813816
06/02/22	Siddiqui, Furqaan M. DRAFT EMAIL TO CROWN COUNSEL AND DRAFT SETTLEMENT OFFER.	0.70	791.00	001	64826211
06/02/22	Stauble, Christopher A. ASSIST WITH PREPARATION OF REVISED PROPOSED ORDER RE: 44TH OMNIBUS OBJECTION TO CLAIMS.	0.60	297.00	001	64972068
06/03/22	DiDonato, Philip CORRESPONDENCE WITH CLAIMANTS RE: 46TH AND 47TH OMNI OBJECTION.	0.60	645.00	001	64813803
06/06/22	Siddiqui, Furqaan M. REVISE 44TH OMNIBUS AMENDED ORDER AND SEND SAME TO CHAMBERS.	0.40	452.00	001	64836018
06/07/22	DiDonato, Philip CORRESPONDENCE RE: 46TH AND 47TH OMNIBUS CLAIM OBJECTIONS.	0.90	967.50	001	64841003
06/07/22	Lovric, Margaret	0.20	138.00	001	64865996



Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
	CALL WITH R. MINISIAN RE: ADMINISTRATIVE EXPENSE CLAIM FOR BENEFITS UNDER THE RETIREE GROUP LIFE INSURANCE PLAN.				
06/08/22	DiDonato, Philip CORRESPONDENCE RE: 46TH AND 47TH OMNI OBJECTIONS TO RETIREE CLAIMS.	0.20	215.00	001	64851673
06/09/22	DiDonato, Philip CORRESPONDENCE RE: 46TH AND 47TH OMNI OBJECTIONS.	0.40	430.00	001	64868788
06/09/22	Lovric, Margaret CALLS WITH SEARS ADMIN CLAIM HOLDERS RE: QUESTIONS RE: THE UPCOMING HEARING AND THE STATUS OF THEIR CLAIMS (0.5).	0.50	345.00	001	64871335
06/10/22	DiDonato, Philip CORRESPONDENCE RE: 46TH AND 47TH OMNIBUS OBJECTIONS TO CLAIMS.	0.30	322.50	001	64883729
06/10/22	Lovric, Margaret CALLS WITH SEARS CLAIMANTS RE: QUESTIONS ABOUT THE UPCOMING CLAIMS HEARING.	0.50	345.00	001	64886657
06/13/22	DiDonato, Philip REVIEW AND RESPOND TO CORRESPONDENCE RE: 46TH AND 47TH OMNI OBJECTION.	1.10	1,182.50	001	64934418
06/13/22	DiDonato, Philip REVIEW AND RESPOND TO CORRESPONDENCE RE: DEBTORS' 46TH AND 47TH OMNIBUS OBJECTIONS TO CLAIMS.	0.70	752.50	001	64934422
06/13/22	Lovric, Margaret CALLS WITH SEARS CLAIMANTS RE: QUESTIONS ABOUT UPCOMING CLAIMS HEARING (0.4).	0.40	276.00	001	64909798
06/13/22	Peene, Travis J.	0.30	87.00	001	64945706

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	ASSIST WITH PREPARATION OF NOTICE OF WITHDRAWAL RE: DEBTORS' 40TH OMNIBUS OBJECTION TO POCS.				
06/14/22	DiDonato, Philip	0.50	537.50	001	64918858
	REVIEW AND RESPOND TO CORRESPONDENCE RE: DEBTORS' 46TH AND 47TH OMNIBUS OBJECTIONS TO CLAIMS.				
06/14/22	Hwang, Angeline Joong-Hui	0.20	226.00	001	64940603
	REVIEW SUPPORTING DOCUMENTS FOR COLONIAL PROPERTIES ADMIN CLAIM.				
06/14/22	Lovric, Margaret	0.20	138.00	001	64916249
	CALL WITH YANKOWSKY RE: QUESTIONS RE: UPCOMING CLAIMS HEARING.				
06/15/22	DiDonato, Philip	0.80	860.00	001	64924711
	CORRESPONDENCE RE: DEBTORS' 46TH AND 47TH OMNIBUS OBJECTIONS TO CLAIMS (0.4); REVIEW AND SUMMARIZE CORRESPONDENCE FORM KINGDOM SEEKERS RE: ADMIN PRIORITY CLAIM (0.4).				
06/15/22	Hwang, Angeline Joong-Hui	0.10	113.00	001	64940584
	CIRCULATE SUPPORT DOCUMENTS RE: COLONIAL PROPERTIES ADMIN CLAIM TO CLEARY.				
06/15/22	Lovric, Margaret	1.10	759.00	001	64925048
	CALLS WITH P. DIDONATO TO DISCUSS DRAFT RESPONSE TO KINGDOM SEEKERS MOTION (0.1); REVIEW KINGDOM SEEKERS MOTION (0.3); DRAFT OBJECTION TO KINGDOM SEEKERS MOTION (0.7).				
06/16/22	DiDonato, Philip	0.90	967.50	001	64934381
	CORRESPONDENCE RE: EXHIBITS TO 46TH AND 47TH OMNI OBJECTION CNOS; CORRESPONDENCE RE: INFORMAL OBJECTIONS RECEIVED TO THE SAME.				
06/16/22	Lovric, Margaret	0.70	483.00	001	64929422
	DRAFT OBJECTION TO MOTION FOR RECONSIDERATION FILED BY KINGDOM SEEKERS (0.7).				
06/16/22	Okada, Tyler	0.60	165.00	001	64980695

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
	ASSIST WITH PREPARATION OF CERTIFICATES OF NO OBJECTION RE: FORTY-SIXTH AND FORTY-SEVENTH OMNIBUS OBJECTIONS.				
06/17/22	DiDonato, Philip	0.40	430.00	001	64934376
	FINALIZE AND FILE CNOS FOR 46TH AND 47TH OMNI OBJECTIONS.				
06/17/22	Lovric, Margaret	1.00	690.00	001	64939186
	DRAFT OBJECTION TO KINGDOM SEEKERS MOTION.				
06/17/22	Peene, Travis J.	0.70	203.00	001	64945659
	ASSIST WITH PREPARATION, FILE AND SERVE THE CERTIFICATE OF NO OBJECTION PURSUANT TO 28 U.S.C. § 1746 RE: DEBTORS' FORTY-SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM (ALLOWING RECENTLY DECEASED CLASS MEMBER CLAIMS) [ECF NO. 10492] (0.4); ASSIST WITH PREPARATION, FILE AND SERVE THE CERTIFICATE OF NO OBJECTION PURSUANT TO 28 U.S.C. § 1746 RE: DEBTORS' FORTY-SEVENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM (RECLASSIFY OR DISALLOW RETIREE CLAIMS) [ECF NO. 10493] (0.3).				
06/17/22	Okada, Tyler	0.50	137.50	001	64980715
	ASSIST WITH PREPARATION, FILE AND SERVE OF CERTIFICATES OF NO OBJECTION RE: FORTY-SIXTH AND FORTY-SEVENTH OMNIBUS OBJECTIONS.				
06/18/22	DiDonato, Philip	0.40	430.00	001	64934395
	REVIEW AND COMMENT ON OBJECTION TO KINGDOM SEEKERS MOTION.				
06/20/22	DiDonato, Philip	0.40	430.00	001	64977043
	REVIEW AND COMMENT ON RESPONSE TO KINGDOM SEEKERS MOTION.				
06/21/22	Fail, Garrett	0.20	345.00	001	64990068
	REVIEW AND REVISE DRAFT OBJECTION TO KINGDOM SEEKERS.				
06/21/22	DiDonato, Philip	1.20	1,290.00	001	64972421

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	FINALIZE AND FILE RESPONSE TO KINGDOM SEEKERS MOTION (0.6); FINALIZE AND SUBMIT TO CHAMBERS FINAL VERSIONS OF ORDERS FOR 46TH AND 47TH OMNI OBJECTIONS (0.6).				
06/21/22	Lovric, Margaret	0.70	483.00	001	64961647
	EMAILS WITH P. DIDONATO RE: CALLS FROM SEARS LIFE INSURANCE CLAIMANTS (0.2); REVISE OBJECTION TO KINGDOM SEEKERS' MOTION IN PREPARATION FOR FILING (0.5).				
06/21/22	Peene, Travis J.	1.40	406.00	001	64982520
	ASSIST WITH PREPARATION, AND SUBMIT THE PROPOSED ORDER GRANTING DEBTORS' FORTY-SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM (ALLOWING RECENTLY DECEASED CLASS MEMBER CLAIMS) TO CHAMBERS FOR REVIEW/APPROVAL (0.7); ASSIST WITH PREPARATION, AND SUBMIT THE PROPOSED ORDER GRANTING DEBTORS' FORTY-SEVENTH OMNIBUS OBJECTION TO PROOFS OF CLAIM (RECLASSIFY OR DISALLOW RETIREE CLAIMS) [ECF NO. 10493] TO CHAMBERS FOR REVIEW/APPROVAL (0.7).				
06/22/22	DiDonato, Philip	0.70	752.50	001	64972385
	CORRESPONDENCE RE: 46TH AND 47TH OMNI OBJECTIONS (0.3); CORRESPONDENCE RE: KINGDOM SEEKERS CLAIM (0.4).				
06/22/22	Siddiqui, Furqaan M.	0.30	339.00	001	65037817
	SETTLEMENT COMMUNICATIONS WITH COUNSEL FOR CROWN EQUIPMENT.				
06/23/22	DiDonato, Philip	0.60	645.00	001	64967826
	REVIEW CLAIMS REPORT FROM KROLL RE: 29TH OMNI OBJECTION AND CORRESPONDENCE RE: SAME.				
06/27/22	Stauble, Christopher A.	0.40	198.00	001	65056380
	ASSIST WITH PREPARATION OF PROPOSED REVISE 44TH OMNIBUS OBJECTION ORDER (.2); COORDINATE WITH CHAMBERS RE: REVISE 44TH OMNIBUS OBJECTION TO CLAIMS (.2).				
06/27/22	Peene, Travis J.	0.50	145.00	001	65038158
	ASSIST WITH PREPARATION OF REVISE ORDER GRANTING DEBTORS' TWENTY-NINTH OMNIBUS OBJECTION TO PROOFS OF CLAIM AND BALLOTS (REDUCE AND ALLOW) [ECF NO. 9444] FOR CHAMBERS REVIEW.				

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
06/29/22	DiDonato, Philip CORRESPONDENCE RE: RETIREE CLAIMANTS AND INQUIRIES RE: ENTERED ORDERS.	0.50	537.50	001	65056258
06/30/22	DiDonato, Philip CORRESPONDENCE RE: RETIREE CLAIMS AND INQUIRIES RE: ENTERED ORDERS.	0.50	537.50	001	65056228
06/30/22	Lovric, Margaret CALL WITH SEARS LIFE INSURANCE CLAIMANT RE: CLAIMS PAYMENT.	0.10	69.00	001	65036080
<b>SUBTOTAL TASK 001 - Administrative Expense Claims:</b>		<b>26.50</b>	<b>\$22,158.50</b>		
04/20/22	Guthrie, Hayden REVIEW BLUE CROSS BLUE SHIELD CLAIMS ISSUE.	0.50	625.00	003	64469705
06/01/22	Guthrie, Hayden REVIEW CLAIMS ASSIGNMENT NDA.	0.40	500.00	003	64798533
06/01/22	Crozier, Jennifer Melien Brooks TELECONFERENCE WITH V. PEO RE: RESOLUTION OF ORACLE ADMINISTRATIVE-EXPENSE CLAIM AND DRAFT AND RESPOND TO RELATED CORRESPONDENCE.	0.30	375.00	003	64815018
06/03/22	Guthrie, Hayden REVIEW CLAIMS ASSIGNMENT NDA.	0.80	1,000.00	003	64813314
06/06/22	Guthrie, Hayden REVIEW CLAIMS ASSIGNMENT CAPITAL NDA.	0.50	625.00	003	64832884
06/06/22	Crozier, Jennifer Melien Brooks RESEARCH RE: COMMON-INTEREST PRIVILEGE UNDER NEW YORK LAW AND IN CONNECTION POTENTIAL SALE OF CLAIMS.	0.70	875.00	003	64838332

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
06/07/22	Guthrie, Hayden REVIEW CLAIMS ASSIGNMENT NDA.	0.50	625.00	003	64842409
06/07/22	Crozier, Jennifer Melien Brooks REVIEW TRANSFORM NOTICE OF APPEAL OF DISTRICT COURT ORDER AFFIRMING BANKRUPTCY COURT ORDER GRANTING THIRD MOTION TO ENFORCE; DRAFT AND RESPOND TO RELATED CORRESPONDENCE, INCLUDING TO FINANCIAL ADVISOR AND RESTRUCTURING COMMITTEE; CONDUCT TARGETED REVIEW OF APPELLATE AND LOCAL RULES RELATING TO TIMING OF APPEAL; REVIEW AND RESPOND TO CORRESPONDENCE RE: ORACLE ADMINISTRATIVE-EXPENSE CLAIM.	0.90	1,125.00	003	64845925
06/08/22	Crozier, Jennifer Melien Brooks REVIEW CORRESPONDENCE RE: POTENTIAL SALE OF ESTATE CLAIMS AND RELATED NEGOTIATION AND EXECUTION OF COMMON-INTEREST AGREEMENT (.1); REVIEW AND RESPOND TO CORRESPONDENCE FROM COUNSEL FOR ORACLE RE: RESOLUTION OF ADMINISTRATIVE-EXPENSE CLAIM (.2); DRAFT AND REVIEW CORRESPONDENCE TO/FROM M-3 RE: CORRESPONDENCE FROM ORACLE CONCERNING ADMINISTRATIVE-EXPENSE CLAIM (.3); REVIEW AND RESPOND TO CORRESPONDENCE RE: PLAN FOR RESPONSE TO TRANSFORM APPEAL OF DISTRICT COURT ORDER AFFIRMING BANKRUPTCY COURT ORDER GRANTING THIRD MOTION TO ENFORCE (.2); REVIEW AND RESPOND TO CORRESPONDENCE RE: STATUS OF RECOVERY OF SERITAGE REIMBURSEMENT FUNDS (.3).	1.10	1,375.00	003	64854748
06/09/22	Crozier, Jennifer Melien Brooks REVIEW DOCKETING NOTICE OF TRANSFORM APPEAL TO SECOND CIRCUIT AND REVIEW AND RESPOND TO RELATED CORRESPONDENCE (.2); DEVELOP STRATEGY FOR AND APPROACH TO PREPARE OPPOSITION TO TRANSFORM APPEAL (.2); TELECONFERENCE WITH G. FAIL, J. FRIEDMANN, AND M-3 RE: ORACLE ADMINISTRATIVE-EXPENSE CLAIM (.2).	0.60	750.00	003	64882488
06/09/22	Peene, Travis J. ASSIST WITH PREPARATION OF MATERIALS RE: DEBTORS THIRD MOTION TO ENFORCE AND RELATED PLEADINGS/DISTRICT COURT PLEADINGS.	1.10	319.00	003	64886226
06/10/22	Crozier, Jennifer Melien Brooks REVIEW AND RESPOND TO CORRESPONDENCE FROM COUNSEL FOR ORACLE (.2); TELECONFERENCE WITH COUNSEL FOR ORACLE CONCERNING RESOLUTION OF ADMINISTRATIVE-EXPENSE CLAIM (.3); DRAFT EMAIL SUMMARIZING SUBSTANCE OF DISCUSSION WITH COUNSEL FOR ORACLE (.2).	0.70	875.00	003	64882468

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
06/14/22	Crozier, Jennifer Melien Brooks FINALIZE ACKNOWLEDGMENT AND NOTICE OF APPEARANCE FORMS AND REVIEW AND RESPOND TO RELATED CORRESPONDENCE; TELECONFERENCE WITH COUNSEL FOR TRANSFORM RE: ORACLE ADMINISTRATIVE-EXPENSE CLAIM; DRAFT CORRESPONDENCE TO COUNSEL FOR ORACLE RE: RESOLUTION OF ADMINISTRATIVE-EXPENSE CLAIM.	0.50	625.00	003	64922688
06/15/22	Crozier, Jennifer Melien Brooks REVIEW AND APPROVE ACKNOWLEDGEMENTS AND NOTICES OF APPEARANCE FOR FILING.	0.10	125.00	003	64928737
06/17/22	Guthrie, Hayden REVIEW CLAIMS ASSIGNMENT NDA.	0.50	625.00	003	64932720
06/17/22	Crozier, Jennifer Melien Brooks REVIEW AND RESPOND TO CORRESPONDENCE RE: TRANSFORM APPEAL FILINGS AND DEADLINES (.2).	0.20	250.00	003	64942239
06/20/22	Crozier, Jennifer Melien Brooks TELECONFERENCE WITH COUNSEL FOR ORACLE RE: POTENTIAL RESOLUTION OF ORACLE ADMINISTRATIVE-EXPENSE CLAIM (.2); PREPARE CORRESPONDENCE RE: STRATEGY FOR AND APPROACH TO RESOLVING ORACLE ADMINISTRATIVE-EXPENSE CLAIM IN LIGHT OF TELECONFERENCE WITH COUNSEL FOR ORACLE (.3); REVIEW AND RESPOND TO RELATED CORRESPONDENCE (.1).	0.60	750.00	003	64952160
06/21/22	Crozier, Jennifer Melien Brooks REVIEW AND RESPOND TO CORRESPONDENCE RE: SETTLEMENT PROPOSAL TO BE MADE TO TRANSFORM RELATING TO ORACLE ADMINISTRATIVE-EXPENSE CLAIM (.2); DRAFT CORRESPONDENCE RE: REVIEW TRANSFORM APPEAL FILINGS (.2).	0.40	500.00	003	64952129
06/22/22	Crozier, Jennifer Melien Brooks REVIEW AND RESPOND TO CORRESPONDENCE RE: SETTLEMENT OF ORACLE ADMINISTRATIVE-EXPENSE CLAIM AND TRANSFORM APPEAL.	0.10	125.00	003	64990766
06/23/22	Crozier, Jennifer Melien Brooks	0.10	125.00	003	64990666

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
	REVIEW AND RESPOND TO CORRESPONDENCE RE: SETTLEMENT OF ORACLE ADMINISTRATIVE-EXPENSE CLAIM AND TRANSFORM APPEAL.				
06/24/22	Guthrie, Hayden	1.00	1,250.00	003	64970816
	REVIEW MAURITIUS ACCOUNTS; RESPOND TO DELOITTE QUESTIONS RE: MAURITIUS.				
06/24/22	Crozier, Jennifer Melien Brooks	0.20	250.00	003	64990648
	REVIEW AND RESPOND TO CORRESPONDENCE RE: SETTLEMENT OF ORACLE ADMINISTRATIVE-EXPENSE CLAIM AND TRANSFORM APPEAL.				
06/28/22	Crozier, Jennifer Melien Brooks	0.10	125.00	003	65024877
	REVIEW AND RESPOND TO CORRESPONDENCE RE: NEGOTIATIONS WITH TRANSFORM OVER ORACLE ADMINISTRATIVE-EXPENSE CLAIM.				
06/29/22	Crozier, Jennifer Melien Brooks	0.10	125.00	003	65025146
	REVIEW AND RESPOND TO CORRESPONDENCE RE: NEGOTIATIONS WITH TRANSFORM OVER ORACLE ADMINISTRATIVE-EXPENSE CLAIM.				
06/30/22	Crozier, Jennifer Melien Brooks	0.10	125.00	003	65032681
	DRAFT CORRESPONDENCE TO S. O'NEAL CONCERNING ORACLE ADMINISTRATIVE-EXPENSE CLAIM.				
<b>SUBTOTAL TASK 003 - Asset Disposition/363</b>		<b>12.10</b>	<b>\$14,069.00</b>		
<b>Asset /De Minimis Asset/Liquidation Sales:</b>					
06/02/22	DiDonato, Philip	0.20	215.00	004	64813805
	CORRESPONDENCE WITH AUTOMATIC STAY MOVANTS.				
06/06/22	DiDonato, Philip	0.20	215.00	004	64839198
	CORRESPONDENCE WITH AUTO STAY MOVANTS.				
06/08/22	DiDonato, Philip	0.20	215.00	004	64851669
	CORRESPONDENCE WITH AUTO STAY MOVANTS.				



Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
06/10/22	DiDonato, Philip CORRESPONDENCE RE: RELIEF FROM THE AUTOMATIC STAY.	0.20	215.00	004	64883262
06/13/22	DiDonato, Philip REVIEW AND DRAFT AUTO STAY LETTER.	0.50	537.50	004	64934423
06/13/22	Lovric, Margaret CALL WITH P. DIDONATO RE: DRAFT STAY LETTER (0.2); DRAFT STAY LETTER IN RESPONSE TO SETTLEMENT DEMAND FROM CLAIMANT DEVAN TAYLOR (0.8); EMAILS WITH P. DIDONATO RE: SAME (0.2).	1.20	828.00	004	64909832
06/14/22	Lovric, Margaret REVISE DRAFT STAY LETTER RE: TAYLOR SETTLEMENT DEMAND (0.2).	0.20	138.00	004	64916337
06/15/22	DiDonato, Philip FINALIZE AND MAIL STAY LETTERS RE: TAYLOR AND WESTON CLAIMS.	0.40	430.00	004	64924800
06/17/22	DiDonato, Philip CORRESPONDENCE WITH AUTO STAY MOVANTS.	0.20	215.00	004	64934382
06/20/22	DiDonato, Philip CORRESPONDENCE WITH AUTO STAY MOVANTS (0.3); UPDATE AUTO STAY TRACKER (0.2).	0.50	537.50	004	64977000
06/21/22	DiDonato, Philip CORRESPONDENCE WITH AUTO STAY MOVANTS.	0.40	430.00	004	64972428
06/22/22	DiDonato, Philip CORRESPONDENCE WITH AUTO STAY MOVANTS.	0.30	322.50	004	64972384
06/23/22	DiDonato, Philip CORRESPONDENCE WITH AUTO STAY MOVANTS.	0.40	430.00	004	64967797

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
06/27/22	DiDonato, Philip CORRESPONDENCE WITH AUTO STAY MOVANTS.	0.30	322.50	004	65056262
06/30/22	DiDonato, Philip CORRESPONDENCE WITH AUTO STAY MOVANTS.	0.40	430.00	004	65056229
<b>SUBTOTAL TASK 004 - Automatic Stay:</b>		<b>5.60</b>	<b>\$5,481.00</b>		
06/01/22	DiDonato, Philip REVIEW AND SUMMARIZE MATERIAL TERMS OF INSURANCE ORDER FOR INTERNAL DISTRIBUTION.	0.40	430.00	007	64795585
06/01/22	DiDonato, Philip UPDATE CASE CALENDAR.	0.50	537.50	007	64795615
06/02/22	Mason, Kyle REVIEW RECENT PLEADINGS; PREPARE AND DISTRIBUTE DOCKET UPDATE TO TEAM.	0.20	55.00	007	64823106
06/07/22	Mason, Kyle REVIEW RECENT PLEADINGS; PREPARE AND DISTRIBUTE DOCKET UPDATE TO TEAM.	0.20	55.00	007	64948139
06/09/22	Mason, Kyle REVIEW RECENT PLEADINGS; PREPARE AND DISTRIBUTE DOCKET UPDATE TO TEAM.	0.20	55.00	007	64948119
06/14/22	Mason, Kyle REVIEW RECENT PLEADINGS; PREPARE AND DISTRIBUTE DOCKET UPDATE TO TEAM.	0.10	27.50	007	64983836
06/15/22	Fail, Garrett EMAILS AND ATTENTION TO WIP, INCLUDING AGENDAS (.3); CALL WITH B. GRIFFITH RE: FAEGRE BIDDLE (.1); REVIEW RECENT FILINGS/OBJECTIONS/MOTIONS (.3).	0.70	1,207.50	007	64937935
06/16/22	Mason, Kyle	0.20	55.00	007	64983580

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
	REVIEW RECENT PLEADINGS; PREPARE AND DISTRIBUTE DOCKET UPDATE TO TEAM.				
06/21/22	Okada, Tyler ASSIST WITH PREPARATION, FILE AND SERVE DEBTORS' OBJECTION TO KINGDOM SEEKERS' MOTION TO BE LISTED AS A PRIORITY DEBT.	0.50	137.50	007	64980906
06/21/22	Mason, Kyle REVIEW RECENT PLEADINGS; PREPARE AND DISTRIBUTE DOCKET UPDATE TO TEAM.	0.20	55.00	007	64995819
06/22/22	Stauble, Christopher A. COORDINATE WTH CHAMBERS FOR APPROVAL RE: PROPOSED ORDER GRANTING DEBTORS' FORTY-SIXTH OMNIBUS OBJECTION TO PROOFS OF CLAIM (ALLOWING RECENTLY DECEASED CLASS MEMBER CLAIMS).	0.20	99.00	007	65033883
06/23/22	Mason, Kyle REVIEW RECENT PLEADINGS; PREPARE AND DISTRIBUTE DOCKET UPDATE TO TEAM.	0.20	55.00	007	64995676
06/28/22	Fail, Garrett CALL WITH W. MURPHY AND B. GRIFFITH RE: BLUE CROSS BLUE SHIELD. (1); EMAILS RE: OTHER OPEN ITEMS WITH MURPHY AND GRIFFITH. (.3).	1.30	2,242.50	007	65026585
06/28/22	Mason, Kyle REVIEW RECENT PLEADINGS; PREPARE AND DISTRIBUTE DOCKET UPDATE TO TEAM.	0.10	27.50	007	65069125
06/30/22	Mason, Kyle REVIEW RECENT PLEADINGS; PREPARE AND DISTRIBUTE DOCKET UPDATE TO TEAM.	0.20	55.00	007	65069242
<b>SUBTOTAL TASK 007 - Case Administration (Docket Updates, WIP List and Case Calendar):</b>		<b>5.20</b>	<b>\$5,094.00</b>		
05/23/22	Descovich, Kaitlin ATTENTION TO SEC FILINGS.	0.30	375.00	010	64728761

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
05/25/22	Descovich, Kaitlin REVIEW AND RESPOND TO SEC CORRESPONDENCE.	0.70	875.00	010	64740615
05/26/22	Descovich, Kaitlin REVIEW AND RESPOND TO SEC CORRESPONDENCE.	0.30	375.00	010	64751278
05/27/22	Descovich, Kaitlin REVIEW AND RESPOND TO SEC CORRESPONDENCE.	0.30	375.00	010	64764603
06/17/22	Descovich, Kaitlin ATTENTION TO SEC MATTERS.	0.40	500.00	010	64945169
<b>SUBTOTAL TASK 010 - Corporate Governance:</b>		<b>2.00</b>	<b>\$2,500.00</b>		
04/20/22	Margolis, Steven M. REVIEW ISSUES ON CLASS ACTION CLAIM AND CORRESPONDENCE ON SAME.	0.30	390.00	015	64470398
06/14/22	Margolis, Steven M. REVIEW ISSUES FROM G. FAIL RE: EEOC FILINGS, REVIEW REQUIREMENTS AND RESPOND TO SAME.	0.30	390.00	015	64918363
06/21/22	Margolis, Steven M. REVIEW ISSUES ON MAURITIUS FINANCIALS AND PENSION PLAN AND PBGC NOTES AND CORRESPONDENCE ON SAME (0.3).	0.30	390.00	015	64953045
<b>SUBTOTAL TASK 015 - Employee Issues (including Pension and CBA):</b>		<b>0.90</b>	<b>\$1,170.00</b>		
06/01/22	Fail, Garrett ANALYSIS RE: OPEN WIP ITEMS AND UPDATES (.5); MEET WITH WEIL RESTRUCTURING ASSOCIATE TEAM RE: SAME (.5); ANALYSIS RE: TERM SHEET AND CALL WITH B. GLUEKSTEIN RE: MEDIATION AND EMAIL TO DIRECTORS RE: SAME (1).	2.00	3,450.00	018	64818846

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
06/01/22	DiDonato, Philip ATTEND TEAM MEETING.	0.50	537.50	018	64795612
06/01/22	Hwang, Angeline Joong-Hui PARTICIPATE IN WIP MEETING.	0.50	565.00	018	64827544
06/01/22	Siddiqui, Furqaan M. MEET WITH TEAM TO DISCUSS OUTSTANDING POINTS (.70); DISCUSS SAME WITH D. LITZ (.10).	0.80	904.00	018	64793385
06/02/22	Fail, Garrett ATTENTION TO WIP AND OPEN OBJECTIONS AND MOTIONS.	1.00	1,725.00	018	64818796
06/06/22	Fail, Garrett CALLS WITH MEDIATORS AND R. SCHROCK RE: SETTLEMENT PROPOSALS AND STRATEGY (1.0); CALL WITH MEDIATORS AND E. MORIBITO AND FOLLOW UP WITH R. SCHROCK RE: SAME (1.1); CALL WITH A. CARR AND W. TRANSIER WITH W. SCHROCK (.4); CALLS WITH MEDIATORS WITH R. SCHROCK AND FOLLOW UP WITH A. CARR (.8); CALL WITH TRANSIER (.2); EMAILS WITH PARTIES (.2); CALL WITH A. CARR (.2); CALL WITH CARR, TRANSIER AND MEDIATORS WITH SCHROCK (.7); CALL WITH CARR (.1); CORRESPONDENCE WITH MEDIATION PARTIES (.5); ANALYSIS RE: SETTLEMENT PARAMETERS (.5).	5.70	9,832.50	018	64886967
06/07/22	Silbert, Gregory EMAILS RE: 2L 507(B) CLAIMS, MEDIATION (.4).	0.40	570.00	018	64848416
06/07/22	Fail, Garrett CALL WITH W. TRANSIER RE: NEGOTIATIONS (.3); EMAILS RE: SAME WITH DEBTORS TEAM (.2); CALL WITH MEDIATORS AND DEFENDANTS AND MORIBITO (.5); EMAILS WITH DIRECTORS AND M3 RE: SAME (.5).	1.50	2,587.50	018	64887236
06/07/22	Schrock, Ray C. TEND TO MATTERS RELATED TO POTENTIAL SETTLEMENT.	1.50	2,925.00	018	64888064
06/08/22	Silbert, Gregory	0.80	1,140.00	018	64866911

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	EMAILS WITH TEAM RE: MEDIATION OF 507(B) CLAIMS.				
06/08/22	Fail, Garrett	1.20	2,070.00	018	64887012
	CALLS WITH R. SCHROCK, M. MEGHJI, AND W. MURPHY RE: NEGOTIATIONS (1.0); EMAILS RE: SAME (.2).				
06/08/22	Schrock, Ray C.	1.00	1,950.00	018	64887461
	CALLS WITH MEDIATORS.				
06/09/22	Fail, Garrett	4.60	7,935.00	018	64886928
	PREPARE AND ANALYZE MATERIALS FOR INDEPENDENT DIRECTORS IN CONNECTION WITH MEDIATION NEGOTIATIONS; CONTEMPORANEOUS CONFERS WITH R. SCHROCK, W. MURPHY, AND CALL TO J. EISEN (2.5); CALL WITH INDEPENDENT DIRECTORS RE: SAME (.5); CALL WITH S. BRAUNER RE: PBGC (.5); AND EMAILS RE: SETTLEMENT PROPOSAL DRAFTS WITH R. SCHROCK (.8); CALL WITH W. TRANSIER (.2); AND EMAIL TO R. SCHROCK (.1); RE: SAME.				
06/09/22	Fail, Garrett	0.30	517.50	018	64887280
	EMAILS RE: WIP, INCLUDING WITH SECURED CREDITORS AND M3.				
06/09/22	DiDonato, Philip	0.30	322.50	018	64868793
	REVIEW AND SUMMARIZE PLAN TERMS RE: LIQUIDATING TRUST.				
06/10/22	Fail, Garrett	1.70	2,932.50	018	64887053
	EMAILS WITH R. SCHROCK, INDEPENDENT DIRECTORS AND MEDIATORS AND CALLS WITH W. MURPHY RE: SAME.				
06/10/22	Schrock, Ray C.	1.20	2,340.00	018	64888155
	CALLS WITH MEDIATORS AND CLIENTS.				
06/13/22	Fail, Garrett	1.90	3,277.50	018	64938062
	ATTENTION TO WIP AND EMAILS RE: MEDIATION (.3); CALL WITH MEDIATORS, ADMIN CLAIMS REP, DEFENDANTS AND FOLLOW UPS WITH R. SCHROCK AND EMAILS TO PARTIES (1.3); CONFER WITH W. MURPHY RE: UPDATES (.3).				

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
06/14/22	Silbert, Gregory CONF. WITH R. SCHROCK RE: 507(B) SETTLEMENT ISSUES (.2); EMAILS WITH TEAM RE: SAME (.2).	0.40	570.00	018	64918666
06/14/22	Singh, Sunny INTERNAL CONFERENCE RE: MEDIATION (.4); PARTICIPATE IN CALL WITH MEDIATORS (.5); FOLLOW UP RESEARCH RE: SAME (3.6).	4.50	7,177.50	018	64916169
06/14/22	Fail, Garrett EMAILS WITH B. TRANSIER AND A. CARR (.2); CALL WITH J. CHAPMAN AND J. EISEN (.5); CALL WITH MEDIATORS AND DEFENDANTS AND FOLLOW UP WITH R. SCHROCK (1); CONFER WITH R. SCHROCK AND S. SINGH RE: SAME (.1); EMAILS AND ANALYSIS RE: MEDIATION PROPOSALS (1); CALL WITH W. MURPHY AND B. GRIFFITH RE: MEDIATION PROPOSALS (.5); CALL WITH MEDIATORS, R. SCHROCK, S. SINGH AND EMAIL TO MEDIATION PARTIES (.6); CALL WITH W. MURPHY RE: SERITAGE (.1); RESPOND TO VARIOUS CASE EMAILS (.1).	4.10	7,072.50	018	64938054
06/14/22	Schrock, Ray C. ATTEND MEDIATION SESSIONS.	2.40	4,680.00	018	64946753
06/14/22	DiDonato, Philip REVIEW AND RESPOND TO CORRESPONDENCE RE: 2L DEBT CLAIMS.	0.60	645.00	018	64918846
06/15/22	Fail, Garrett ANALYSIS RE: SETTLEMENT CONDITIONS. (.3); CALL WITH W. MURPHY AND B. GRIFFITH RE: SAME. (.3); CALL WITH MEDIATORS, DEFENDANTS AND ADMIN REP. (.4); EMAILS WITH P. ANKER AND M3 RE: TRANSFORM. (.5).	1.50	2,587.50	018	64937986
06/15/22	Schrock, Ray C. ATTEND MEDIATION DISCUSSIONS.	1.50	2,925.00	018	64946797
06/16/22	Fail, Garrett	1.40	2,415.00	018	64938020

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	CALLS WITH AKIN (DIZENGOFF) RE: MEDIATION WITH R. SCHROCK AND CALLS WITH JUDGE PECK AND JUDGE CHAPMAN RE: SAME. (.8); EMAIL TO AKIN RE: SAME. (.2); CONFERS WITH R. SCHROCK RE: SAME (.2); REVIEW OBJECTIONS TO FINANCING. (.2).				
06/16/22	Schrock, Ray C.	3.40	6,630.00	018	64946492
	ATTEND MEDIATION SESSIONS AND SETTLEMENT DISCUSSIONS WITH MEDIATORS AND PLAINTIFFS (3.2); CONFERS WITH G. FAIL RE: SAME (.2).				
06/17/22	Fail, Garrett	1.50	2,587.50	018	64937994
	CALL WITH A. CARR RE: STATUS OF MEDIATION. (.2); CALL WITH JUDGE PECK, R. SCHROCK, JUDGE CHAPMAN. (.4); EMAILS WITH AKIN RE: SETTLEMENT. (.3); CALL WITH S. BRAUNER RE: SAME (.2); EMAIL RE: SAME TO B GRIFFITH AND W. MURPHY. (.4).				
06/17/22	Schrock, Ray C.	2.60	5,070.00	018	64946453
	ATTEND MEDIATION SESSIONS AND SETTLEMENT DISCUSSIONS (2.2); ATTEND CALL WITH CLIENT RE: SETTLEMENT ISSUES (0.4).				
06/20/22	Fail, Garrett	1.00	1,725.00	018	64989956
	CALL WITH AKIN AND FTI WITH W. MURPHY RE: SETTLEMENT PARAMETERS AND WATERFALL. (.6); CALL WITH R. SCHROCK RE: MEDIATION UPDATE. (.1); CALLS WITH W. MURPHY AND S. BRAUNER RE: SETTLEMENT PARAMETERS AND WATERFALL UPDATES. (.3).				
06/20/22	Hwang, Angeline Joong-Hui	0.10	113.00	018	64974046
	REVIEW AND RESPOND TO EMAIL FROM G. FAIL RE: CONFIRMATION ORDER.				
06/21/22	Fail, Garrett	4.70	8,107.50	018	64989920
	CALL WITH E. MORIBITO RE: MEDIATION. (.4); CONFER WITH R. SCHROCK RE: SAME. (.1); CALLS WITH BRAUNER AND MORIBITO RE: SAME. (.8); CALL WITH MEDIATORS AND DEFENDANTS (.6); AND WITH R. SCHROCK RE: SAME (.1); CALL WITH B. GRIFFITH AND W. MURPHY RE: SAME. (.5); REVIEW PROPOSAL FROM DEFENDANTS. (.2); CALL WITH MEDIATORS, DEFENDANTS, MORIBITO AND FOLLOW UP CALLS AND EMAILS WITH PARTIES, SCHROCK AND WITH S. BRAUNER AND AKIN. (2.0).				
06/21/22	Schrock, Ray C.	3.10	6,045.00	018	64984258



Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
	PARTICIPATE IN MEDIATOR DISCUSSIONS.				
06/22/22	Fail, Garrett CALLS AND EMAILS WITH CHAMBERS AND MEDIATION PARTIES. (1); CALL WITH A. REESE RE: UPDATE. (.5); EMAILS WITH W. MURPHY AND B. GRIFFITH RE: UPDATES. (.3).	1.80	3,105.00	018	64990107
06/22/22	Schrock, Ray C. PARTICIPATE IN MEDIATOR DISCUSSIONS.	1.10	2,145.00	018	64984272
06/23/22	Fail, Garrett EMAILS AND PREP FOR CONFERENCE. (1.0); PREP CALL WITH MEDIATORS AND DEFENDANTS. (.5); CALL WITH MEDIATION PARTIES AND JUDGE (.5); CALL WITH MEDIATORS, DEFENDANTS AND MORIBITO. (.4); EMAIL AND ANALYSIS RE: SAME (.3); CALL WITH S. BRAUNER RE: MEDIATION. (.7).	3.40	5,865.00	018	64990137
06/24/22	Fail, Garrett EMAILS WITH W. MURPHY AND ATTENTION TO WIP, INCLUDING PREFERENCES AND OPEN MATTERS.	1.00	1,725.00	018	64989952
06/24/22	Fail, Garrett EMAILS WITH R. SCHROCK AND W. MURPHY AND MEDIATION PARTIES RE: UPDATES. (.6); CALL WITH W. MURPHY RE: SAME. (.4); CALL WITH P. DIDONATO RE: PLAN STRUCTURE. (.1); CALL WITH MEDIATORS AND DEFENDANTS. (.8).	1.90	3,277.50	018	64989964
06/24/22	Schrock, Ray C. ATTEND TO NUMEROUS COMMUNICATIONS WITH MEDIATORS RELATED TO POTENTIAL SETTLEMENT.	2.00	3,900.00	018	64983606
06/24/22	DiDonato, Philip REVIEW AND SUMMARIZE LIQUIDATING TRUST PROVISIONS IN PLAN FOR WEIL RESTRUCTURING COMMITTEE TEAM.	0.80	860.00	018	64972355
06/28/22	Fail, Garrett	2.50	4,312.50	018	65026580

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	REVIEW AKIN COMMENTS TO TERM SHEET AND RELATED EMAILS. (.5); CALL WITH CHAPMAN AND EISEN WITH R. SCHROCK AND FOLLOW UP WITH R. SCHROCK. (.5); EMAILS RE: SAME. (.3); CALLS WITH AKIN AND R. SCHROCK RE: OPEN ISSUES LIST. (.8); FOLLOW UP WITH R. SCHROCK. (.2); CALL WITH J. CHAPMAN RE: UPDATES. (.2).				
06/28/22	DiDonato, Philip REVIEW AND SUMMARIZE PLAN TERMS RE: 2L SECURED CLAIMS.	1.00	1,075.00	018	65004621
06/29/22	Fail, Garrett CALL WITH BAKER BOTTS RE: BCBS. (.3); EMAILS WITH AKIN AND M3 RE: WATERFALL. (.2); EMAILS WITH AKIN RE: WIND DOWN. (1.0).	1.50	2,587.50	018	65026556
06/29/22	Schrock, Ray C. ATTEND MEDIATION CALLS WITH MEDIATORS AND MEDIATION PARTIES.	2.10	4,095.00	018	65064649
06/30/22	Fail, Garrett CALL WITH M. MEGHJI RE: WINDDOWN. (.5); CALL WITH W. MURPHY RE: SAME. (.2); EMAIL AKIN, CHAMBERS, AND MORIBITO RE: RETENTION OF JURISDICTION. (1.3); CALL WITH WEIL TAX RE: WINDDOWN PROVISIONS. (.3); CALL WITH N. MUNZ RE: SEARS ISRAEL BASKET NOTE. (.2); CALL WITH W. MURPHY RE: WATERFALL (.7); CONTEMPORANEOUS CALL (PARTIAL) WITH D. OTERO (AKERMAN) RE: TEXAS TAX) (.3).	3.50	6,037.50	018	65026553
<b>SUBTOTAL TASK 018 - General Case Strategy (includes Team Calls):</b>		<b>82.30</b>	<b>\$142,917.00</b>		
06/06/22	Stauble, Christopher A. ASSIST WITH PREPARATION OF JUNE 29, 2022 HEARING AGENDA (.3); COORDINATE SAME WITH CHAMBERS (.2).	0.50	247.50	019	64983275
06/09/22	Stauble, Christopher A. ASSIST WITH PREPARATION OF HEARING AGENDA FOR JUNE 29, 2022 (.4); COORDINATE SAME WITH CHAMBERS (.2).	0.60	297.00	019	64983638
06/09/22	Peene, Travis J.	0.90	261.00	019	64886623

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	ASSIST WITH PREPARATION OF SECOND CIRCUIT NOTICES OF ACKNOWLEDGMENT AND APPEARANCE FOR J. FRIEDMANN AND J. CROZIER.				
06/09/22	Peene, Travis J.	1.60	464.00	019	64886681
	ASSIST WITH PREPARATION OF JUNE 29, 2022 HEARING AGENDA.				
06/10/22	Stauble, Christopher A.	0.90	445.50	019	64983879
	ASSIST WITH PREPARATION OF HEARING AGENDA FOR 6/29/2022 (.7); COORDINATE SAME WITH CHAMBERS (.2).				
06/13/22	Stauble, Christopher A.	0.70	346.50	019	64984838
	REVISE HEARING AGENDA FOR 6/29/2022 (.5); COORDINATE SAME WITH CHAMBERS (.2).				
06/13/22	Peene, Travis J.	1.40	406.00	019	64945498
	ASSIST WITH PREPARATION OF JUNE 29, 2022 HEARING MATERIALS (1.1); ASSIST WITH PREPARATION OF JUNE 29, 2022 HEARING AGENDA (0.3).				
06/15/22	Stauble, Christopher A.	0.40	198.00	019	65033340
	ASSIST WITH PREPARATION OF HEARING AGENDA FOR 6/29/2022 (.2); COORDINATE SAME WITH CHAMBERS (.2).				
06/15/22	Peene, Travis J.	0.70	203.00	019	64945492
	ASSIST WITH PREPARATION OF JUNE 29, 2022 HEARING AGENDA.				
06/16/22	DiDonato, Philip	0.30	322.50	019	64934385
	REVIEW AND COMMENT ON HEARING AGENDA FOR JUNE OMNIBUS HEARING.				
06/16/22	Stauble, Christopher A.	0.60	297.00	019	65033675
	REVISE HEARING AGENDA FOR 6/29/2022 (.4); COORDINATE SAME WITH CHAMBERS (.2).				
06/16/22	Peene, Travis J.	2.10	609.00	019	64945467

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	ASSIST WITH PREPARATION OF MATERIALS RE: JUNE 29, 2022 HEARING FOR CHAMBERS (1.2); ASSIST WITH PREPARATION OF JUNE 29, 2022 HEARING AGENDA (0.9).				
06/17/22	Stauble, Christopher A. COORDINATE WITH CHAMBERS RE: TRANSITION TO JUDGE LANE.	0.30	148.50	019	65033700
06/21/22	Stauble, Christopher A. REVISE HEARING AGENDA FOR 6/29/2022 (.4); COORDINATE SAME WITH CHAMBERS (.2).	0.60	297.00	019	65033598
06/21/22	Peene, Travis J. ASSIST WITH PREPARATION OF JUNE 29, 2022 HEARING AGENDA (0.8); ASSIST WITH PREPARATION OF MATERIALS RE: JUNE 29, 2022 FOR CHAMBERS(1.4).	2.20	638.00	019	64982681
06/22/22	Peene, Travis J. ASSIST WITH PREPARATION OF 06.29.2022 HEARING AGENDA.	0.40	116.00	019	64982749
06/23/22	Schrock, Ray C. REVIEW MATERIALS FOR CHAMBERS CONFERENCE. (1.5); ATTEND CHAMBERS CONFERENCE. (1.0); FOLLOW UP WITH MEDIATORS RE: SAME (.5).	3.00	5,850.00	019	64983736
06/23/22	DiDonato, Philip REVIEW AND COMMENT ON AGENDA FOR 6/29 OMNI HEARING.	0.30	322.50	019	64967835
06/27/22	Stauble, Christopher A. COORDINATE FUTURE HEARINGS WITH CHAMBERS AND TEAM.	0.90	445.50	019	65056385
06/27/22	Peene, Travis J. ASSIST WITH PREPARATION OF JUNE 29, 2022 HEARING AGENDA.	0.30	87.00	019	65038164
06/28/22	Peene, Travis J.	0.60	174.00	019	65038162

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	ASSIST WITH PREPARATION, FILE AND SERVE THE NOTICE OF CANCELLATION AND ADJOURNMENT OF JUNE 29, 2022 ZOOM HEARING TO JULY 27, 2022.				
<b>SUBTOTAL TASK 019 - Hearings and Court Matters:</b>		<b>19.30</b>	<b>\$12,175.50</b>		
05/02/22	Silbert, Gregory REVIEW FINAL SANTA ROSA APPEAL BRIEF.	0.20	285.00	023	64569640
05/11/22	Hwang, Angeline Joong-Hui DISCUSS WITH D. LITZ RE: STUB RENT ADMIN CLAIMS FOR LANDLORDS; FOLLOW UP WITH CLEARY RE: LANDLORD ADMIN CLAIM.	0.30	339.00	023	64676175
05/24/22	Hwang, Angeline Joong-Hui REVIEW APPELLANT SANTA ROSE REPLY BRIEF.	0.30	339.00	023	64762666
05/25/22	Silbert, Gregory REVIEW SANTA ROSA APPEAL REPLY BRIEF (1.2); CONF. WITH TEAM RE: SAME (.5).	1.70	2,422.50	023	64746216
05/25/22	Hwang, Angeline Joong-Hui PARTICIPATE IN MEETING WITH J. MARCUS, G. SILBERT, D. LESLIE, AND S. WEISS RE: APPELLANT REPLY BRIEF (0.6); REVIEW APPELLENT REPLY BRIEF (0.7).	1.30	1,469.00	023	64762685
06/01/22	Namerow, Derek DRAFT DOCUMENTS AND PREPARE FOR WILLIAMSBURG CLOSING.	2.40	2,712.00	023	64847953
06/02/22	Namerow, Derek PREPARE FOR WILLIAMSBURG CLOSING.	1.50	1,695.00	023	64851769
06/03/22	Namerow, Derek PREPARE FOR WILLIAMSBURG CLOSING (.6); DRAFT PSA FORTAYLOR, MI AND REVIEW TITLE AND TAXES FOR SAME (1.5); UPDATE STATUS TRACKER (.1).	2.20	2,486.00	023	64851738

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
06/06/22	Namerow, Derek PREPARE FOR UPCOMING CLOSINGS FOR WILLIAMSBURG AND CHICAGO.	1.40	1,582.00	023	64911003
06/07/22	Namerow, Derek PREPARE FOR UPCOMING CLOSINGS (.8); COMPILE SIGNATURE PACKETS (.9); DRAFT AND COMPILE CLOSING DOCUMENTS (.9); COMPUTE AND REVISE PRORATIONS FOR SAME (.6); UPDATE STATUS TRACKER (.2).	3.40	3,842.00	023	64911025
06/08/22	Namerow, Derek REVIEW TITLE DOCUMENTS FOR TAYLOR, MI (1.3); PREPARE FOR WILLIAMSBURG CLOSING AND REVIEW SETTLEMENT STATEMENT (.6).	1.90	2,147.00	023	64910981
06/09/22	Namerow, Derek FINALIZE CLOSING FOR WILLIAMSBURG, VA.	0.60	678.00	023	64911057
06/10/22	Namerow, Derek REVIEW STATUS OF CHICAGO AND REVIEW CHECKLIST FOR SAME.	0.50	565.00	023	64924752
06/13/22	Namerow, Derek PREPARE FOR CHICAGO CLOSING.	0.30	339.00	023	64924840
06/14/22	Namerow, Derek DRAFT AND FINALIZE PSA FOR TAYLOR, MI (.8); PREPARE FOR CHICAGO CLOSING (2.3); REVIEW AND REVISE TITLE INDEMNITY (1.1); UPDATE STATUS TRACKER (.1).	4.30	4,859.00	023	64924882
06/15/22	Namerow, Derek COORDINATE CLOSING FOR CHICAGO.	1.30	1,469.00	023	64940343
06/16/22	Namerow, Derek	1.40	1,582.00	023	64940281

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	EMAILS RE: CHICAGO CLOSING (.2); REVIEW INVOICES AND EMAILS FOR ASHEBORO AND ST. JOSEPH AND EMAIL RE: SAME (.6); REVIEW TITLE DOCUMENTS FOR TAYLOR, MI (.5); UPDATE STATUS TRACKER (.1).				
06/17/22	Namerow, Derek SEARCH TAXES FOR TAYLOR, MI FOR PRORATIONS.	0.30	339.00	023	64940277
06/22/22	Namerow, Derek DRAFT CLOSING DOCUMENTS FOR TAYLOR, MI.	1.90	2,147.00	023	65098149
06/23/22	Namerow, Derek COORDINATE RETURN OF HOLDBACKESCROW.	0.30	339.00	023	65098146
06/24/22	Fail, Garrett CALL WITH KATTEN/STRETTO AND M3 RE: SERITAGE AMOUNTS AND PREFERENCE.	0.20	345.00	023	64990118
06/24/22	DiDonato, Philip REVIEW SERITAGE MASTER LEASE AND REJECTION STATUS.	0.50	537.50	023	64972356
06/24/22	Hwang, Angeline Joong-Hui REVIEW AND RESPOND TO EMAIL FROM G. FAIL AND P. DIDONATO RE: SERITAGE MASTER LEASE.	0.10	113.00	023	64974076
06/27/22	Namerow, Derek COORDINATE RETURN OF HOLDBACK ESCROW (.2); REVIEW BUYER COMMENTS TO PSA AND CHECK TITLE AND TAXES RE SAME (.6); ORDER UPDATED TITLE (.2); UPDATE STATUS TRACKER (.1).	1.10	1,243.00	023	65098273
06/28/22	Namerow, Derek UPDATE PSA FOR TAYLOR, MI AND UPDATE CLOSING DOCUMENTS FOR SAME.	0.90	1,017.00	023	65098235
06/29/22	Peene, Travis J.	0.20	58.00	023	65038171

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
	ASSIST WITH PREPARATION OF MATERIALS RE: MOAC MALL HOLDINGS V. TRANSFORM SUPREME COURT CASE NO. 21-1270 FOR A. HWANG.				
<b>SUBTOTAL TASK 023 - Real Property</b>		<b>30.50</b>	<b>\$34,949.00</b>		
<b>Leases/Section 365 Issues /Cure Amounts:</b>					
06/01/22	Peene, Travis J.	0.60	174.00	026	64821578
	ASSIST WITH PREPARATION, FILE AND SERVE THE NOTICE OF FILING OF FIFTEENTH SUPPLEMENTAL ORDINARY COURSE PROFESSIONAL LIST [ECF NO. 10466].				
06/03/22	Siddiqui, Furqaan M.	1.40	1,582.00	026	64836226
	FOLLOW UP ON ORDINARY COURSE PROFESSIONAL LIST WITH M3; REVISE ORDINARY COURSE PROFESSIONAL LIST PER M3 COMMENTS.				
06/06/22	Siddiqui, Furqaan M.	0.40	452.00	026	65123592
	FOLLOW UP ON 15 OMNIBUS ORDINARY COURSE PROFESSIONAL LIST AND EMAIL C. STAUBLE TO FILE SAME.				
06/06/22	Stauble, Christopher A.	0.70	346.50	026	64983173
	ASSIST WITH PREPARATION, FILE AND SERVE NOTICE OF FILING AMENDED FIFTEENTH SUPPLEMENTAL ORDINARY COURSE PROFESSIONALS LIST.				
<b>SUBTOTAL TASK 026 - Retention/Fee Application:</b>		<b>3.10</b>	<b>\$2,554.50</b>		
<b>Ordinary Course Professionals:</b>					
06/13/22	Okada, Tyler	0.30	82.50	027	64980896
	ASSIST WITH PREPARATION, FILE AND SERVE FORTY-FOURTH MONTHLY FEE STATEMENT OF M-III ADVISORY PARTNERS, LP FOR COMPENSATION EARNED AND EXPENSES INCURRED FOR PERIOD OF MAY 1, 2022 THROUGH MAY 31, 2022.				
06/22/22	Peene, Travis J.	0.80	232.00	027	64982335
	ASSIST WITH PREPARATION OF TENTH ORDER GRANTING APPLICATIONS OF PROFESSIONALS.				



Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

Date	Timekeeper/Narrative	Hours	Amount	Task	Index
06/22/22	Peene, Travis J. ASSIST WITH PREPARATION OF CO-COUNSEL TO OFFICIAL RETIREE COMMITTEE'S ORDER GRANTING APPLICATIONS OF PROFESSIONALS FOR FINAL COMPENSATION.	0.50	145.00	027	64982716
SUBTOTAL TASK 027 - Retention/Fee Application:		1.60	\$459.50		
Other Professionals:					
06/01/22	Peene, Travis J. ASSIST WITH PREPARATION, FILE AND SERVE THE FORTY-THIRD MONTHLY FEE STATEMENT OF WEIL, GOTSHAL & MANGES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS FOR THE PERIOD FROM APRIL 1, 2022 THROUGH APRIL 30, 2022.	1.50	435.00	028	64821446
06/14/22	Fail, Garrett PREPARE INVOICE IN ACCORDANCE WITH COURT ORDERS AND GUIDELINES.	1.00	1,725.00	028	64938012
06/23/22	Peene, Travis J. ASSIST WITH PREPARATION OF WEIL'S 44TH MONTHLY FEE STATEMENT (MAY 2022).	0.90	261.00	028	64982389
06/28/22	Peene, Travis J. ASSIST WITH PREPARATION, FILE AND SERVE THE FORTY-FOURTH MONTHLY FEE STATEMENT OF WEIL, GOTSHAL & MANGES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR DEBTORS FOR THE PERIOD FROM MAY 1, 2022 THROUGH MAY 31, 2022 [ECF NO. 10509].	0.40	116.00	028	65038170
SUBTOTAL TASK 028 - Retention/Billing/Fee Applications: WGM:		3.80	\$2,537.00		
05/01/22	Goldring, Stuart J. ANALYZE TAX ISSUES.	0.10	195.00	031	64545074
05/02/22	Goldring, Stuart J. EMAIL EXCHANGE WITH J. MARCUS AND E. BEHL-REMIJAN RE: TAX ISSUES.	0.20	390.00	031	64572793

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
05/03/22	Goldring, Stuart J. REVIEW AND COMMENT ON LETTER RE: TAX ISSUES.	0.50	975.00	031	64579471
05/04/22	Goldring, Stuart J. REVIEW FINAL CHANGES TO TAX LETTER.	0.10	195.00	031	64584792
06/01/22	Behl-Remijan, Eric D. ANALYZE NOL ISSUES.	0.20	262.00	031	64803138
06/03/22	Fail, Garrett CALL WITH AKERMAN RE: TEXAS RESPONSE AND STRATEGY.	0.50	862.50	031	64818862
06/06/22	Behl-Remijan, Eric D. ANALYZE NOL ISSUES.	0.40	524.00	031	64833572
06/07/22	Behl-Remijan, Eric D. ANALYZE NOL ISSUES.	0.40	524.00	031	64845811
06/08/22	Goldring, Stuart J. CONSIDER E. BEHL-REMIJAN EMAIL RE: TRADING ORDER, INCLUDING EMAIL EXCHANGE WITH SAME AND G. FAIL.	0.30	585.00	031	64867840
06/08/22	Behl-Remijan, Eric D. ANALYZE NOL ISSUES.	0.30	393.00	031	64855117
06/10/22	Behl-Remijan, Eric D. ANALYZE NOL ISSUES (.3); ANALYZE FOREIGN SUBSIDIARY ISSUES (.3).	0.60	786.00	031	64878478
06/13/22	Behl-Remijan, Eric D. ANALYZE FOREIGN SUBSIDIARY ISSUES.	0.20	262.00	031	64906027

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED SERVICES - 73217.0004 - Chapter 11 Restructuring**

<b>Date</b>	<b>Timekeeper/Narrative</b>	<b>Hours</b>	<b>Amount</b>	<b>Task</b>	<b>Index</b>
06/15/22	Behl-Remijan, Eric D. ANALYZE FOREIGN SUBSIDIARY ISSUES.	0.90	1,179.00	031	64922994
06/15/22	Fail, Garrett CALL WITH MAURITIUS AND M. KORYCKI RE: TAX ISSUES.	0.60	1,035.00	031	64938061
06/15/22	Fail, Garrett CALLS WITH W. MURPHY AND CONTEMPORANEOUS EMAILS TO D. OTERO AND MURPHY, GRIFFITH, SCHROCK RE: TEXAS TAX OBJECTION.	1.70	2,932.50	031	64938090
06/16/22	Behl-Remijan, Eric D. ANALYZE FOREIGN SUBSIDIARY ISSUES.	0.20	262.00	031	64928916
06/16/22	Fail, Garrett CALL WITH AKERMAN RE: TEXAS TAX NEGOTIATIONS. (.2); EMAILS RE: SAME WITH SAME. (.1).	0.30	517.50	031	64938022
06/17/22	Behl-Remijan, Eric D. ANALYZE FOREIGN SUBSIDIARY ISSUES.	0.20	262.00	031	64944867
06/21/22	Behl-Remijan, Eric D. ANALYZE FOREIGN SUBSIDIARY ISSUES.	0.50	655.00	031	64951556
06/24/22	Behl-Remijan, Eric D. ANALYZE FOREIGN SUBSIDIARY ISSUES.	0.30	393.00	031	64973633
06/30/22	Behl-Remijan, Eric D. ANALYZE LIQUIDATING TRUST TAX ISSUES.	0.40	524.00	031	65026919
<b>SUBTOTAL TASK 031 - Tax Issues:</b>		<b>8.90</b>	<b>\$13,713.50</b>		

---

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

<b>Total Fees Due</b>	<b>201.80</b>	<b>\$259,778.50</b>
-----------------------	---------------	---------------------

---

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
06/17/22	DiDonato, Philip COMPUTERIZED RESEARCH PAYEE: RESTRUCTURING CONCEPTS LLC (52222-01); INVOICE#: 122295; DATE: 6/17/2022 - COMPUTERIZED LEGAL RESEARCH DATABASE USAGE - CHAPTER 11 DOCKETS (RESTRUCTURING CONCEPTS LLC) USAGE REPORT MAY 2022.	H060	41041534	106.00
06/21/22	Sheker, Wesley COMPUTERIZED RESEARCH PAYEE: RELX INC, DBA LEXISNEXIS (20379-06); INVOICE#: 3093873607; DATE: 5/31/2022 - COMPUTERIZED LEGAL RESEARCH DATABASE USAGE - LEXISNEXIS COURTLINK MAY 2022.	H060	41042937	3.40
06/21/22	Leslie, Harold David COMPUTERIZED RESEARCH PAYEE: RELX INC, DBA LEXISNEXIS (20379-06); INVOICE#: 3093873607; DATE: 5/31/2022 - COMPUTERIZED LEGAL RESEARCH DATABASE USAGE - LEXISNEXIS COURTLINK MAY 2022.	H060	41042862	7.70
06/21/22	Lucevic, Almir COMPUTERIZED RESEARCH PAYEE: RELX INC, DBA LEXISNEXIS (20379-06); INVOICE#: 3093873607; DATE: 5/31/2022 - COMPUTERIZED LEGAL RESEARCH DATABASE USAGE - LEXISNEXIS COURTLINK MAY 2022.	H060	41043040	7.35
<b>SUBTOTAL DISB TYPE H060:</b>				<b>\$124.45</b>
06/03/22	Stauble, Christopher A. FIRM MESSENGER SERVICE PAYEE: XYZ (37976-01); INVOICE#: 1719678; DATE: 6/1/2022 - TAXI CHARGES FOR 2022-06-01 INVOICE #17196782052315436 TRAVIS J PEENE E424 RIDE DATE: 2022-05-24 FROM: 767 5 AVE, MANHATTAN, NY TO: 300 QUARROPAS STREET, WHITE PLAINS, NY RIDE TIME: 07:29	H073	41025517	195.24
<b>SUBTOTAL DISB TYPE H073:</b>				<b>\$195.24</b>

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
05/01/22	Litz, Dominic COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050782	17.00
06/03/22	Litz, Dominic COMPUTERIZED RESEARCH NY LEXIS - LITZ, DOMINIC 05/09/2022 ACCOUNT 424YN6CXS	S061	41052019	280.32
06/13/22	Leslie, Harold David COMPUTERIZED RESEARCH NY WESTLAW - LESLIE,DAVID 05/03/2022 TRANSACTIONS: 24	S061	41033988	113.29
06/13/22	Leslie, Harold David COMPUTERIZED RESEARCH NY WESTLAW - LESLIE,DAVID 05/25/2022 TRANSACTIONS: 9	S061	41033981	14.87
06/13/22	Weiss, Sara COMPUTERIZED RESEARCH NY WESTLAW - WEISS,SARA 05/01/2022 TRANSACTIONS: 11	S061	41033994	32.55
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/23/2022 TRANSACTIONS: 1	S061	41041386	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/10/2022 TRANSACTIONS: 1	S061	41041291	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/01/2022 TRANSACTIONS: 1	S061	41041290	1.93

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/25/2022 TRANSACTIONS: 1	S061	41041388	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/12/2022 TRANSACTIONS: 1	S061	41041282	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/31/2022 TRANSACTIONS: 1	S061	41041321	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/05/2022 TRANSACTIONS: 2	S061	41041350	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/09/2022 TRANSACTIONS: 1	S061	41041320	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/21/2022 TRANSACTIONS: 1	S061	41041368	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/22/2022 TRANSACTIONS: 1	S061	41041314	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/15/2022 TRANSACTIONS: 1	S061	41041284	1.93

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/26/2022 TRANSACTIONS: 1	S061	41041344	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/06/2022 TRANSACTIONS: 1	S061	41041387	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/27/2022 TRANSACTIONS: 1	S061	41041287	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/20/2022 TRANSACTIONS: 1	S061	41041414	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/08/2022 TRANSACTIONS: 1	S061	41041324	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/14/2022 TRANSACTIONS: 1	S061	41041340	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/07/2022 TRANSACTIONS: 1	S061	41041281	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/24/2022 TRANSACTIONS: 1	S061	41041358	1.93



Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/28/2022 TRANSACTIONS: 1	S061	41041354	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/17/2022 TRANSACTIONS: 1	S061	41041399	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/16/2022 TRANSACTIONS: 1	S061	41041375	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/11/2022 TRANSACTIONS: 1	S061	41041310	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/04/2022 TRANSACTIONS: 1	S061	41041302	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/29/2022 TRANSACTIONS: 1	S061	41041347	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/13/2022 TRANSACTIONS: 1	S061	41041351	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/02/2022 TRANSACTIONS: 1	S061	41041329	1.93

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/03/2022 TRANSACTIONS: 1	S061	41041409	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/19/2022 TRANSACTIONS: 1	S061	41041299	1.93
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/30/2022 TRANSACTIONS: 3	S061	41041335	16.70
06/15/22	Simmons, Kevin Michael COMPUTERIZED RESEARCH DALLAS WESTLAW - SIMMONS,KEVIN 05/18/2022 TRANSACTIONS: 1	S061	41041328	1.93
06/22/22	Aquila, Elaina COMPUTERIZED RESEARCH NY LEXIS - AQUILA, ELAINA 05/10/2022 ACCOUNT 424YN6CXS	S061	41051458	58.43
06/22/22	Sheker, Wesley COMPUTERIZED RESEARCH NY LEXIS - SHEKER, WESLEY 05/26/2022 ACCOUNT 424YN6CXS	S061	41051299	56.07
06/23/22	Aquila, Elaina COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050851	0.30
06/23/22	Mason, Kyle COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050704	35.80

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
06/23/22	Genender, Paul R. COMPUTERIZED RESEARCH PACER USAGE REPORT - DALLAS OFFICE - MAY 2022	S061	41046115	3.00
06/23/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050795	7.20
06/23/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050807	1.60
06/23/22	Mason, Kyle COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050760	12.90
06/23/22	Okada, Tyler COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050820	1.20
06/23/22	Mason, Kyle COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050586	3.40
06/23/22	Peene, Travis J. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050779	6.20
06/23/22	Pugh, Daniela M. COMPUTERIZED RESEARCH PACER USAGE REPORT - NEW YORK OFFICE - MAY 2022	S061	41050561	8.80

---

Sears Holdings Corporation - Chapter 11 Restructuring  
73217.0004  
2022008131

**ITEMIZED DISBURSEMENTS**

<u>DATE</u>	<u>NAME</u> <u>DESCRIPTION</u>	<u>DISB TYPE</u>	<u>DISB ID#</u>	<u>AMOUNT</u>
SUBTOTAL DISB TYPE S061:				<u>\$727.53</u>
TOTAL DISBURSEMENTS				<u>\$1,047.22</u>